

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	
	)	Chapter 15
Quintis Limited, <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 18-12739 (MG)
Debtors in a Foreign Proceeding.	)	

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**ORDER SCHEDULING HEARING ON CHAPTER 15 PETITION AND SPECIFYING  
FORM AND MANNER OF SERVICE OF NOTICE**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of Richard Tucker, in his capacity as Foreign Representative of the above captioned debtors (collectively, the “Foreign Debtors”), requesting entry of an order (i) scheduling a hearing on the relief sought in the Verified Petition (the “Hearing”), (ii) setting the deadline by which any responses or objections to the Verified Petition must be received (the “Objection Deadline”), (iii) approving the form of Notice of the Chapter 15 Case that is attached hereto as Exhibit 1 (the “Notice”), and (iv) approving the manner of service of the Notice described herein; and the Court having found that it has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York dated as of January 31, 2012, Reference M-431, In re Standing Order of Reference Re: Title 11, 12 Misc. 00032 (S.D.N.Y. Feb. 1, 2012) (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding being proper before the Court pursuant to 28 U.S.C. §

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<sup>1</sup> The Foreign Debtors in these chapter 15 cases (the “Chapter 15 Cases”) are Quintis, Sandalwood Properties Ltd, Quintis Forestry Limited, Quintis Leasing Pty Ltd, Arwon Finance Pty Ltd, Mt Romance Holdings Pty Ltd, Mt Romance Australia Pty Ltd and Australian Sandalwood Oil Co. Pty Ltd, each “(Subject to Deed of Company Arrangement) (Receivers and Managers Appointed).”

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

1410; and the Court having determined that the relief requested in the Motion is necessary and beneficial to the Foreign Debtors; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.
2. The Hearing to consider the relief sought in the Verified Petition shall be held before this Court in Room 523 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **October 10, 2018 at 2:00 p.m.** (Eastern Time).
3. The form of Notice in substantially the form attached hereto as Exhibit 1 is hereby approved.
4. Prior to serving the Notice or causing it to be served, the Foreign Representative may insert any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order and make such other and further non-material, non-substantive changes as the Foreign Representative deems necessary or appropriate.
5. Copies of the Notice Documents shall be served by electronic mail to the extent email addresses are available and by overnight mail or United States mail, first-class postage prepaid, upon the following parties: (a) the Foreign Debtors; (b) the Office of the United States Trustee; (c) Ashurst, Level 11, 5 Martin Place, Sydney NSW 2000, Australia (Attn: James Marshall), Australian counsel to the Foreign Representative; (d) Allens, Level 28, Deutsche Bank Place, 126 Phillip Street, Sydney NSW 2000, Australia (Attn: Chris Prestwich and Anna Schwartz), counsel to the Receivers; (e), Norton Rose Fulbright, Level 18, Grosvenor Place, 225 George Street, Sydney NSW 2000, Australia (Attn: Tim Mornane), counsel to the Original

Indenture Trustee; (f) Winston & Strawn LLP, MetLife Building, 200 Park Ave, New York, NY 10166 (Attn: Bart Pisella), counsel to the Incoming Indenture Trustee; and (g) such other parties in interest that have requested notice pursuant to Bankruptcy Rule 2002, on or before September 20, 2018, 2:00 p.m. (Eastern Time). In addition, the Foreign Representative shall post the Notice on the Foreign Debtors' public website that they maintain to disseminate information regarding their administration and receivership proceedings.

6. The notice requirements set forth in section 1514(c) of the Bankruptcy Code are inapplicable in the context of this chapter 15 case or, to the extent applicable, are hereby waived.

7. In the event any party files a notice of appearance in the Chapter 15 Case subsequent to the Foreign Representative's initial service of the Notice Documents as provided for in this Order, the Foreign Representative will serve, or cause to be served on such party, the Notice Documents and any subsequent notices upon that party within three (3) business days of the filing of the notice of appearance, if such documents have not already been served on such party (or its counsel).

8. Subsequent notices shall be served in the form and manner set forth in this Order or as otherwise required by the Bankruptcy Code and Bankruptcy Rules.

9. Responses or objections to the Verified Petition and the relief requested therein must comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules and shall be made in writing and set forth the basis therefor with specificity and the nature and extent of the respondent's claims against the Foreign Debtors. Such responses or objections must be filed electronically with the Court on the Court's electronic case filing system in accordance with and except as provided in General Order M-399 and the Court's Procedures for the Filing, Signing and Verification of Documents by Electronic Means (copies of each of which may be viewed on the

Court's website at <http://www.nysb.uscourts.gov>) and otherwise, on a compact disc (CD), preferably in Portable Document Format (PDF), Word or any other Windows-based word processing format, which CD shall be sent to the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004-1408. A hard copy of any response or objection shall be sent to the Chambers of the Honorable Martin Glenn, United States Bankruptcy Judge, and served upon counsel for the Foreign Representative, Reed Smith LLP, Lexington Avenue, New York, New York 10022 (Attention: Aaron Javian and David Kazlow), so as to be actually received on or before October 3, 2018 at 4:00 p.m. (Eastern Time).

10. Service of the Notice Documents in accordance with this Order is hereby approved as adequate and sufficient notice and service on all interested parties. Notice provided in accordance with this Order satisfies the requirements of the Bankruptcy Code and the Bankruptcy Rules, including Bankruptcy Rules 2002(l), (p) and (q). No other or further notice is required.

11. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

**IT IS SO ORDERED.**

Dated: September 13, 2018  
New York, New York

/s/ Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge

**Exhibit 1 to Notice Order**

**Notice**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	
	)	Chapter 15
	)	
Quintis Limited <i>et al.</i> <sup>1</sup>	)	Case No. 18-12739 (MG)
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Debtors in a Foreign Proceeding.	)	

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**NOTICE OF FILING AND HEARING ON VERIFIED PETITION UNDER  
CHAPTER 15 OF THE UNITED STATES BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that on September 12, 2018, Richard Tucker, the duly authorized foreign representative (the “**Foreign Representative**”) of the above captioned debtors (the “**Foreign Debtors**”), which are the subject of proceedings (the “**Australian Proceeding**”) in relation to the scheme of arrangement of the Foreign Debtors (the “**Scheme**”) pursuant to the Corporations Act 2001 (Commonwealth of Australia) (the “**Corporations Act**”) currently pending before Federal Court of Australia, New South Wales District Registry (in Sydney, Australia) (the “**Australian Court**”), filed the *Verified Petition Under Chapter 15 for Recognition of a Foreign Main Proceeding and Related Relief* (together with the Form of Voluntary Petitions filed concurrently herewith, the “**Verified Petition**”), pursuant to chapter 15 of title 11 of the United States Code (the “**Bankruptcy Code**”), with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”).

**PLEASE TAKE FURTHER NOTICE** that, among other things, the Verified Petition seeks the entry of an order (a) finding that (i) each of the Foreign Debtors is eligible to be a “debtor” under chapter 15 of the Bankruptcy Code, (ii) the Australian Proceeding is a “foreign main proceeding” within the meaning of section 1502 of the Bankruptcy Code, (iii) the Foreign Representative satisfies the requirements of a “foreign representative” under section 101(24) of the Bankruptcy Code, (iv) the Verified Petition was properly filed and meets the requirements of section 1515 of the Bankruptcy Code, (b) granting recognition of the Australian Proceeding as a foreign main proceeding under sections 1517 and 1520 of the Bankruptcy Code, and (c) granting certain additional relief under sections 1507 and 1521 of the Bankruptcy Code, including (i) giving full force and effect in the United States to the Scheme, including the recognition and enforcement of releases contained therein, (ii) permanently enjoining all parties from taking any action inconsistent with the restructuring effected by the Scheme and the Deed of Company Arrangement dated June 29, 2018, in the United States, (iii) waiving the 14-day stay of effectiveness of the

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<sup>1</sup> The Foreign Debtors in these chapter 15 cases (the “**Chapter 15 Cases**”) are Quintis, Sandalwood Properties Ltd, Quintis Forestry Limited, Quintis Leasing Pty Ltd, Arwon Finance Pty Ltd, Mt Romance Holdings Pty Ltd, Mt Romance Australia Pty Ltd and Australian Sandalwood Oil Co. Pty Ltd, each “(Subject to Deed of Company Arrangement) (Receivers and Managers Appointed).”

Recognition Order, and (iv) granting related relief as proper under sections 1507 and 1521 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that the Court has scheduled a hearing (the “**Recognition Hearing**”) to consider the relief requested in the Verified Petition for **2:00 p.m. (Eastern time) on October 10, 2018** in Room 523 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004.

**PLEASE TAKE FURTHER NOTICE** copies of the Verified Petition and all documents filed in the Chapter 15 Case are available to parties-in-interest (i) on the Court’s Electronic Case Filing System, which can be accessed from the Court’s website at <http://www.nysb.uscourts.gov> (a PACER login and password are required to retrieve a document), or (ii) upon written request to the Foreign Representative’s United States counsel addressed to: Reed Smith LLP, 599 Lexington Avenue, New York, NY 10022 (Attn: Aaron Javian and David Kazlow).

**PLEASE TAKE FURTHER NOTICE** that any party-in-interest wishing to submit a response or objection to the Verified Petition or the relief requested therein must do so in writing and in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, setting forth the basis therefor with specificity and the nature and extent of the respondent’s claims against the Foreign Debtors. Such responses or objections must be filed electronically with the Court on the Court’s electronic case filing system in accordance with and except as provided in General Order M-399 and the Court’s Procedures for the Filing, Signing and Verification of Documents by Electronic Means (copies of each of which may be viewed on the Court’s website at <http://www.nysb.uscourts.gov>) and otherwise, on a compact disc (CD), preferably in Portable Document Format (PDF), Microsoft Word, or any other Windows-based word processing format, which CD shall be sent to the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004-1408. A hard copy of any response or objection shall be sent to the Chambers of the Honorable Martin Glenn, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408 and served upon counsel for the Foreign Representative, Reed Smith LLP, 599 Lexington Avenue, New York, New York 10022 (Attn: Aaron Javian and David Kazlow), so as to be actually **received on or before** October 3, 2018 at 4:00 p.m. (**Eastern time**).

**PLEASE TAKE FURTHER NOTICE** that the hearings in this matter, including the Recognition Hearing, shall take place at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408.

**PLEASE TAKE FURTHER NOTICE** that at such hearing the Court may order the scheduling of a case management conference to consider the efficient administration of these Chapter 15 Cases.

**PLEASE TAKE FURTHER NOTICE** that all parties in interest opposed to the Verified Petition or the relief requested therein must appear at the Recognition Hearing at the time and place set forth above.

**PLEASE TAKE FURTHER NOTICE** that if no response or objection is timely filed and served as provided above, the Court may grant the relief requested in the Verified Petition without further notice or hearing.

**PLEASE TAKE FURTHER NOTICE** that the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court, or a notice of adjournment filed with the Court, of the adjourned date or dates at the hearing or any other further adjourned hearing.

New York, New York  
Dated: September 13, 2018

Respectfully submitted,

/s/ Aaron Javian

Aaron Javian  
David Kazlow  
REED SMITH LLP  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 521-5400

*Counsel to the Foreign Representative*